

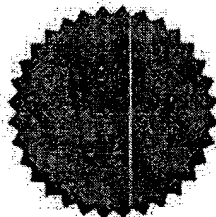
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VIVACE NETWORKS, INC." CHANGING ITS NAME FROM "VIVACE NETWORKS, INC." TO "TELLABS SAN JOSE, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2003, AT 9:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3039599 8100

AUTHENTICATION: 2482294

030404407

DATE: 06-19-03

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:03 PM 06/18/2003  
FILED 09:31 PM 06/18/2003  
SRV 030404407 - 3039599 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\*\*\*\*\*

Vivace Networks, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of Vivace Networks, Inc., by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the Third Article thereof so that, as amended said Article shall be and read as follows:

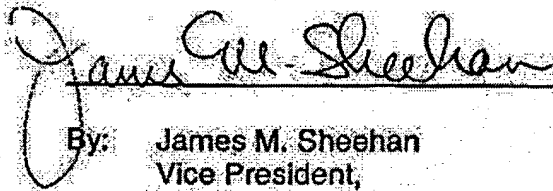
"The name of the surviving corporation in the Merger (the "Surviving Corporation") shall be Tellabs San Jose, Inc."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon written waiver of notice signed by all stockholders, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on June 18, 2003.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by James M. Sheehan, its Vice President, this 18<sup>th</sup> day of June, 2003.



By: James M. Sheehan  
Vice President,  
Tellabs San Jose, Inc.

\*Any authorized officer or the Chairman or Vice-Chairman of the Board of Directors may execute this certificate.